

NOV 03 '11 -1 45 PM

SURFACE TRANSPORTATION BOARD

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November 3, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a General Conveyance and Bill of Sale, dated as of November 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 29945.

The names and addresses of the parties to the enclosed document are:

Security Trustee/  
Seller:

Wells Fargo Bank Northwest, N.A.  
299 South Main Street  
Salt Lake City, UT 84111

Buyer:

Macquarie Rail Inc.  
1 North Wacker Drive, 9th Floor  
Chicago, IL 60606

Chief  
Section of Administration  
November 3, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 railcars: WCRC 3000 - 3002, 3008, 3015, 3021, 3024, 3026, 3028, 3030 - 3032, 3034, 3038 - 3039, 3042 - 3043, 3048, 3050 - 3051, 3053, 3058 - 3060, 3063 - 3064, 3066 - 3067, 3073, 3077, 3080, 3082, 3086, 3090, 3092 - 3096, 3098, 3100, 3102, 3104, 3109, 3111, 3114, 3117 - 3119, 3125 - 3126, 3130, 3132 - 3133, 3135 - 3138, 3140 - 3141, 3144, 3148, 3151 - 3154, 3157, 3159, 3161, 3163, 3166 - 3167, 3169, 3172, 3174.

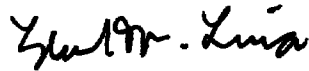
A short summary of the document to appear in the index is:

General Conveyance and Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

NOV 03 '11 -1 45 PM

**GENERAL CONVEYANCE AND BILL OF SALE**

CHICAGO TRANSFORMATION BOARD

GENERAL CONVEYANCE AND BILL OF SALE, dated as of November 3, 2011, by:

**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity but solely as security trustee, as seller (the "Seller")

-to-

**MACQUARIE RAIL INC.**, a Delaware corporation, as buyer (the "Buyer").

Pursuant to that certain Purchase Agreement, dated as of November 3, 2011 (the "Purchase Agreement"), by and among, Buyer, as buyer, and Seller, as seller, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller hereby GRANTS, BARGAINS, TRANSFERS, ASSIGNS, SETS OVER, CONVEYS AND DELIVERS UNTO the Buyer, on an "as-is, where-is" basis, without any recourse, representation or warranty whatsoever, all of Seller's right, title and interest in and to the following (collectively, the "Railcar Collateral Assets"), subject in each case to the terms and conditions of the Purchase Agreement:

- (a) all of the equipment described in Schedule 1 hereto; and
- (b) each of the leases described in Schedule 2 hereto.

Seller hereby warrants to Buyer and its successors and assigns that, on the date hereof, Seller has the right to sell the Railcar Collateral Assets to the Buyer free and clear of all interests.

This General Conveyance and Bill of Sale is governed by the laws of the State of New York without regard to choice of law principles. This General Conveyance and Bill of Sale shall be binding upon the Seller and the Buyer, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof. This General Conveyance and Bill of Sale may be executed and delivered in multiple counterparts, any of which may be transmitted by facsimile or electronic (e-mail) transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[General Conveyance and Bill of Sale – BBRX Five]

IN WITNESS WHEREOF, Wells Fargo Bank Northwest, National Association, as security trustee, has caused this General Conveyance and Bill of Sale to be duly executed and delivered the day and year first written above.

**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity but solely as security trustee, as Seller

By:   
Name: David Wall  
Title: Assistant Vice President

**ACKNOWLEDGED AND AGREED:**

**MACQUARIE RAIL INC., as Buyer**

By: \_\_\_\_\_  
Name:  
Title:

[General Conveyance and Bill of Sale – BBRX Five]

State of Utah \_\_\_\_\_ )

County of Salt Lake \_\_\_\_\_ )

On this, the 5<sup>th</sup> day of November, 2011, before me, a Notary Public in and for said County and State, personally appeared David Wall, the Assistant Vice President of Wells Fargo Bank N.A. who acknowledged himself/herself to be a duly authorized officer of Wells Fargo Bank N.A. and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

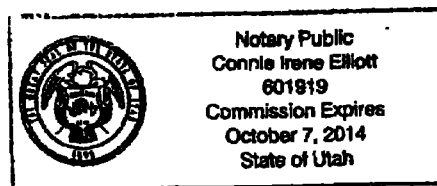
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Connie Elliott

Notary Public [Signature]

My Commission Expires: 10/7/2014

Residing in: Salt Lake



[General Conveyance and Bill of Sale – BBRX Five]

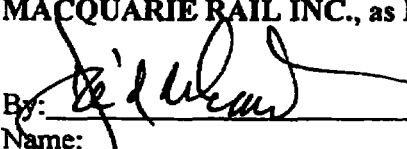
IN WITNESS WHEREOF, Wells Fargo Bank Northwest, National Association, as security trustee, has caused this General Conveyance and Bill of Sale to be duly executed and delivered the day and year first written above.

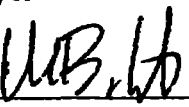
**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity but solely as security trustee, as Seller

By: \_\_\_\_\_  
Name:  
Title:

**ACKNOWLEDGED AND AGREED:**

**MACQUARIE RAIL INC., as Buyer**

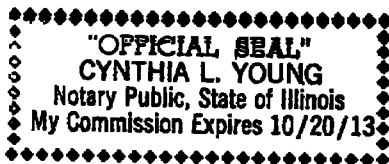
By:   
Name:  
Title: **David M. Edwards**  
**President**

  
**MARK BRECHT**  
**Vice President**

State of Illinois                     )  
  ) ss.  
County of Cook                    )

On this, the 1<sup>st</sup> day of November, 2011, before me, a Notary Public in and for said County and State, personally appeared David M. Edwards and Mark Brecht, the President and Vice President, respectively, of Macquarie Rail Inc., who acknowledged themselves to be duly authorized officers of Macquarie Rail Inc., and that, as such officers, being authorized to do so, each such person executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Cynthia L. Young  
Notary Public

My Commission Expires: 10/20/13

Residing in: New Lenox, IL

# SCHEDULE 1

## EQUIPMENT

BBRX Five, LLC

Lease #	Lessee/Storage	# of Units	AAR				Year Built	Reporting Marks	Casualty Marks
			Manufacturer	Car Type	Car				
1	Associated Electric Cooperative, Inc.	49	Aluminum Bethgons, 4520 CF	Johnstown America Corporation	J311	2-2001 47-2002	AECX; 5012, 5021, 8016, 8023, 8025, 8027, 8031, 8033, 8040, 8045-8046, 8061-8062, 8065, 8068, 8073-8074, 8093, 8095, 8101, 8104, 8106, 8111, 8113, 8134, 8143, 8148, 8154, 8160, 8166, 8178-8182, 8185-8186, 8188, 8196-8197, 8200-8201, 8207, 8223-8224, 8226, 8232-8233, 8238	None	
2	BNSF Railway Company	99	5161 CF through-sill triple covered grain hopper railcars	Trinity North American	C114	2006	AOK; 65710-65763, 65765-65809	None	
3	Intentionally Omitted								
4	CSX Transportation, Inc.	43	Aluminum Bethgons, 4480 CF	Johnstown America Corporation	J311	1999	BNBX; 6000-6040, 6042-6043	None	



**BBRX Five, LLC**

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR Car		Year Built	Reporting Marks	Casualty Marks
					Type	Car			
5	CSX Transportation, Inc. <i>returning, going to TTX</i>	128	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606		2003	AOK; 354616, 354624-354625, 354629-354631, 354633, 354635, 354639-354640, 354646, 354648, 354651-354653, 354657, 354664, 354667, 354669, 354676, 354680-354681, 354684, 354686, 354688, 354693, 354699, 354701-354705, 354707-354709, 354713, 354715, 354722-354724, 354732, 354738-354740, 354744-354745, 354750, 354754-354757, 354760-354762, 354764-354765, 354775, 354782, 354784-354785, 354794, 354797, 354799, 354802, 354809, 354812, 354816-354817, 354827-354828, 354834, 354837, 354841, 354844, 354856, 354858-354859, 354861-354863, 354870, 354874, 354876, 354882, 354890-354893, 354896, 354900-354903, 354907, 354908, 354911, 354915, 354918, 354920-354921, 354925-354926, 354929, 354934, 354939, 354946-354947, 354952, 354954, 354958, 354961, 354967, 354969-354970, 354975-354980, 354983-354985, 354987, 354989, 354993, 354995, 354999	None
6	CSX Transportation, Inc. <i>returning, going to TTX</i>	48	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606		2003	AOK; 354831, 354833, 354835, 354843, 354845, 354850, 354852-354853, 354855, 354857, 354873, 354878, 354880, 354883, 354886, 354894-354895, 354897, 354899, 354905, 354908, 354910, 354913-354914, 354916, 354922-354924, 354927-354928, 354932, 354942-354944, 354951, 354956-354957, 354959, 354964-354965, 354972-354974, 354981, 354986, 354990, 354996-354997	None

**BBRX Five, LLC**

Lease #	Lessee/Storage	# of Units	AAR			Year Built	Reporting Marks	Casualty Marks
			Manufacturer	Car Type	Car			
7	CSX Transportation, Inc.	123	Johnstown America Corporation	J311		1999	BNBX; 99001-99002, 99300-99363, 99365-99399, 99401-99422	None
8	Iowa Interstate Railroad Ltd	75	Gunderson	E735		1989	WCRC; 3000-3002, 3008, 3015, 3021, 3024, 3026, 3028, 3030-3032, 3034, 3038-3039, 3042-3043, 3048, 3050-3051, 3053, 3058-3060, 3063-3064, 3066-3067, 3073, 3077, 3080, 3082, 3086, 3090, 3092-3096, 3098, 3100, 3102, 3104, 3109, 3111, 3114, 3117-3119, 3125-3126, 3130, 3132-3133, 3135-3138, 3140-3141, 3144, 3148, 3151-3154, 3157, 3159, 3161, 3163, 3166-3167, 3169, 3172, 3174	None
9	Kansas City Power & Light Company <i>new lease, 150 cars returning from NRG</i>	150	Johnstown America Corporation	J311		2002 & 2001	BNBX; 5003, 5005-5007, 5009, 5011, 5013-5014, 5016-5020, 5022-5025, 5027-5030, 8003, 8008-8009, 8012, 8017-8020, 8022, 8024, 8026, 8028, 8030, 8032, 8034-8035, 8037-8038, 8041-8042, 8047-8053, 8055, 8057, 8059-8060, 8064, 8066, 8069, 8071-8072, 8075-8077, 8079, 8082-8083, 8085-8086, 8088-8090, 8092, 8094, 8096-8098, 8102-8103, 8108-8110, 8114, 8118-8119, 8123, 8126-8133, 8135-8137, 8139-8141, 8144, 8150-8153, 8155, 8157, 8159, 8161-8165, 8167, 8169-8172, 8174, 8183-8184, 8190-8192, 8194-8195, 8198, 8202-8203, 8205-8206, 8208-8209, 8212, 8215, 8218-8219, 8222, 8225, 8227, 8230-8231, 8234-8235, 8237, 8240-8241, 8243-8244, 8246, 8249-8250 (BNBX, 8247 and PSTX 8138 to be delivered)	None
10	Kansas City Southern Railway Company	95	Gunderson	S160		2007	AOK; 58140-58239 (excluding casualties)	AOK 58141, 58158, 58194,

**BBRX Five, LLC**

Lease #	Lessee/Storage	# of Units	Description	Manufacturer	AAR Car Type	Year Built	Casualty	
							Reporting Marks	Marks
			Intermodal Railcars					58212, 58228
11	Lehigh Cement Company	20	3230 CF PD covered hoppers	Trinity North American	C612	2006	GBRX; 65030-65049	None
12	Lone Star Industries, Inc.	49	Covered Hoppers, 3250 CF, round hatch	Thrall	C112	2001	LCEX; 350-395, 397-399	None
13	Soo Line Railroad Company <i>returning, going to UP</i>	48	Covered Coil Cars, 42' long	Alstom	E241	2001	AOK; 537000-537009, 537011, 537013-537049	None
14	Tennessee Valley Authority	118	Aluminum Bethgons, 4480 CF	Johnstown America Corporation	J311	1999	TVAX; 24881-24999 (excluding casualty)	TVAX 24988
15	Tennessee Valley Authority	120	Aluminum body Rotary AutoFlood III open top coal hoppers, 4200 CF	FreightCar America, Inc.	K341	2006	TVAX; 26000-26124 (excluding casualties)	TVAX 26098, 26106, 26108, 26109, 26119
16	TTX Company <i>new lease, 182 cars returning from CSX</i>	6	60' Boxcars, Plate F, double 8' plug doors, EOCC	Gunderson	A606	2003	TBOX; 889449, 889454, 889466, 889512-889513, 889522	None

**BBRX Five, LLC**

Lease #	Lessee/Storage	# of Units	AAR			Year Built	Reporting Marks	Casualty Marks
			Manufacturer	Car Type	Description			
17	Union Pacific Railroad Company	99	66' Gondolas (w/bulkheads), 263K GRL	Gunderson	E735	1989	WCRG; 3003-3007, 3008-3014, 3016-3020, 3022-3023, 3025, 3027, 3029, 3033, 3035-3037, 3040-3041, 3044-3047, 3049, 3052, 3054-3057, 3061-3062, 3065, 3068-3072, 3074-3076, 3078-3079, 3081, 3084-3085, 3087-3089, 3091, 3097, 3099, 3101, 3103, 3105-3108, 3110, 3112-3113, 3115-3116, 3120-3124, 3127-3129, 3131, 3134, 3139, 3142-3143, 3145-3147, 3149-3150, 3155-3156, 3158, 3160, 3162, 3164-3165, 3168, 3170-3171, 3173	None
18	Union Pacific Railroad Company <i>new lease, 48 cars returning from Soo Line</i>	0	Covered Coil Cars, 42' long	Alstom	E241	2001	See Soo Line	
19	Central Oregon & Pacific Railroad, Inc. (storage)	11	73' Riserless Centerbeam	Gunderson	F483	2004	AOK; 29174, 29204, 29217-29218, 29226, 29234, 29250, 29258, 29293, 29321, 29346	None
20	Puget Sound & Pacific Railroad (storage)	64	73' Riserless Centerbeam	Gunderson	F483	2004	AOK 29156, 29159, 29163, 29166, 29168, 29169, 29170, 29178, 29179, 29183, 29187, 29188, 29191, 29192, 29196, 29198, 29209, 29216, 29220, 29221, 29228, 29229, 29230, 29232, 29235, 29244, 29248, 29249, 29256, 29257, 29261, 29262, 29265, 29266, 29267, 29271, 29272, 29274, 29275, 29276, 29277, 29278, 29279, 29281, 29282, 29283, 29284, 29290, 29291, 29292, 29299, 29303, 29306, 29316, 29318, 29320, 29323, 29324, 29326, 29327, 29337, 29339, 29340, 29347	None

## **SCHEDULE 2**

### **LEASES**

#### **Lease No. 1 - Associated Electric Cooperative, Inc.**

Master Net Railcar Lease, dated as of January 18, 2011, between BBRX Five LLC and Associated Electric Cooperative, Inc.

Schedule No. 1 to Master Net Railcar Lease, dated as of January 18, 2011, between BBRX Five LLC and Associated Electric Cooperative, Inc.

#### **Lease No. 2 - BNSF Railway Company**

Limited Net Railcar Lease, dated as of April 15, 2011 and effective as of October 1, 2010, between BBRX Five LLC and BNSF Railway Company.

Schedule No. 1 to Limited Net Railcar Lease, dated as of April 15, 2011 and effective as of October 1, 2010, between BBRX Five LLC and BNSF Railway Company.

#### **Lease No. 3**

Not applicable

#### **Lease No. 4 - CSX Transportation, Inc. #1**

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 1 to Master Full Service Railcar Lease, dated as of August 11, 2010, effective as of April 23, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Amendment and Lease Extension No. 01 to Schedule No. 01 entered into as of October 17, 2011, effective as of May 1, 2011, between BBRX Five LLC and CSX Transportation, Inc.

#### **Lease No. 5 - CSX Transportation, Inc. #2**

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 2 to Master Full Service Railcar Lease, dated as of September 17, 2010, between BBRX Five LLC and CSX Transportation, Inc.

#### **Lease No. 6 - CSX Transportation, Inc. #3**

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 3 to Master Full Service Railcar Lease, dated as of March 14, 2011, between BBRX Five LLC and CSX Transportation, Inc.

**Lease No. 7 - CSX Transportation, Inc. #4**

Master Full Service Railcar Lease, dated as of August 11, 2010, between BBRX Five LLC and CSX Transportation, Inc.

Schedule No. 4 to Master Full Service Railcar Lease, dated as of March 14, 2011, between BBRX Five LLC and CSX Transportation, Inc.

**Lease No. 8 - Iowa Interstate Railroad Ltd.**

Master Full Service Railcar Lease, dated as of December 1, 2010, between BBRX Five LLC and Iowa Interstate Railroad Ltd.

Schedule No. 01 to Master Full Service Railcar Lease, dated as of December 1, 2010, between BBRX Five LLC and Iowa Interstate Railroad Ltd.

**Lease No. 9 – Kansas City Power & Light Company**

Master Full Service Railcar Lease, dated as of April 5, 2011, between BBRX Five LLC and Kansas City Power & Light Company

Schedule No. 01 to Master Full Service Railcar Lease, dated as of April 5, 2011, between BBRX Five LLC and Kansas City Power & Light Company

Lease Amendment No. 01 to Schedule No. 01 dated as of August 24, 2011 between BBRX Five LLC and Kansas City Power & Light Company

**Lease No. 10 - Kansas City Southern Railway Company**

Car Hire Lease Agreement, dated as of May 15, 2007, effective as of February 1, 2007, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company.

Rider No. 1 to Car Hire Lease Agreement, dated as of May 15, 2007, effective February 1, 2007, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company.

Assignment and Assumption Agreement, dated as of May 31, 2007, between Greenbrier Leasing Company LLC and Babcock and Brown Rail Funding LLC.

Amendment No. 1 to Rider No. 1 to Car Hire Lease Agreement, dated as of July 27, 2010, effective as of June 1, 2010, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and The Kansas City Southern Railway Company.

**Lease No. 11 - Lehigh Cement Company**

Master Net Railcar Lease, dated as of November 17, 2006, effective as of August 1, 2006, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and Lehigh Cement Company.

Schedule No. 3 to Master Net Railcar Lease, dated as of January 15, 2007, effective as of July 1, 2006, between BBRX Five LLC (as ultimate assignee of Greenbrier Leasing Company LLC) and Lehigh Cement Company.

Assignment and Assumption Agreement, dated as of January 31, 2007, between Greenbrier Leasing Company LLC, as seller, and Babcock and Brown Rail Funding LLC, as buyer.

Assignment and Assumption Agreement, dated as of December 21, 2007, between Babcock and Brown Rail Funding LLC, as seller, and BBRX Five LLC, as buyer.

**Lease No. 12 - Lone Star Industries, Inc.**

Master Net Railcar Lease, dated as of June 26, 2001, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Schedule No. 1 to Master Net Railcar Lease, dated as of June 26, 2001, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Lease Amendment No. 1, dated as of March 11, 2008, effective as of July 1, 2008, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

Lease Extension Agreement No. 1, dated as of March 21, 2011, effective as of July 1, 2011, between BBRX Five LLC (as ultimate assignee of The CIT Group/Equipment Financing, Inc.) and Lone Star Industries, Inc.

**Lease No. 13 - Soo Line Railroad Company**

Not applicable

**Lease No. 14 - Tennessee Valley Authority #1**

Master Net Railcar Lease, dated as of January 31, 2006, between Babcock and Brown Rail Leasing Co. and Tennessee Valley Authority.

Schedule No. 1 to Master Net Railcar Lease, dated as of January 31, 2006, between North American Rail Leasing #3 LLC (d/b/a Babcock and Brown Rail Leasing Co.) and Tennessee Valley Authority.

Lease Extension Agreement No. 1 to Schedule No. 1 to Master Net Railcar Lease, dated as of November 7, 2008, effective as of March 31, 2009, between BBRX Five LLC (as assignee of North American Rail Leasing #3 LLC d/b/a Babcock and Brown Rail Leasing Co.) and Tennessee Valley Authority.

**Lease No. 15 - Tennessee Valley Authority #2**

Master Net Railcar Lease, dated as of August 10, 2005, between Babcock & Brown Rail Funding LLC and Tennessee Valley Authority.

Schedule No. 6 to Master Net Railcar Lease, dated July, 12 2006, between Babcock & Brown Rail Funding LLC and Tennessee Valley Authority.

Lease Extension Agreement No. 1 to Schedule No. 6 to Master Net Railcar Lease, dated as of March 4, 2011 and is effective as of October 1, 2010, between BBRX Five LLC (as assignee of Babcock & Brown Rail Funding LLC) and Tennessee Valley Authority.

**Lease No. 16 – TTX Company**

Master Net Railcar Lease dated as of August 19, 2011 between BBRX Five LLC and TTX Company.

Schedule No. 01 to Master Net Railcar Lease dated as of August 19, 2011 between BBRX Five LLC and TTX Company.

**Lease No. 17 - Union Pacific Railroad Company #1**

Master Lease Agreement, dated as of December 15, 2004, effective as of August 1, 2004, between Babcock and Brown Rail Leasing Co. and Union Pacific Railroad Company.

Rider No. 3 to Master Lease Agreement, dated as of September 2, 2005, effective as of January 1, 2005, between North America Rail Leasing #3 LLC (d/b/a Babcock and Brown Rail Leasing) and Union Pacific Railroad Company.

Amendment to Rider No. 03, entered into as of May 11, 2011, between BBRX Five LLC (as assignee of The Grand Leasing Partnership, LLP and North American Rail Leasing #3 LLC) and Union Pacific Railroad Company

**Lease No. 18 – Union Pacific Railroad Company #2**

Not applicable



## **STORAGE AGREEMENT SUMMARIES**

### **Storage Agreement No. 19 - Central Oregon & Pacific Railroad, Inc.**

Non-hazardous Car Storage Agreement, dated as of August 31, 2009, effective as of August 1, 2009, between Central Oregon & Pacific Railroad and BBRX Five LLC.

### **Storage Agreement No. 20 - Puget Sound and Pacific Railroad**

Non-hazardous Car Storage Agreement, dated as of August 31, 2009, effective as of August 1, 2009, between Puget Sound and Pacific Railroad and BBRX Five LLC.